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**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF WASHINGTON**

In re:

GIGA WATT, Inc., a Washington  
corporation,

Debtor.

Case No. 18-03197 FPC 11

The Honorable Frederick P. Corbit

Chapter 11

**CHAPTER 11 TRUSTEE'S MOTION  
FOR ORDER APPROVING  
AGREEMENT AND GENERAL  
RELEASE OF CLAIMS (CARLSON  
ADVERSARY)**

Mark D. Waldron, in his official capacity as the Chapter 11 Trustee (the "Trustee"), hereby moves (the "Motion") the Court pursuant to 11 U.S.C. § 363, Fed. R Bankr. Proc. 9019 and LBR 9019-1 for an Order, as proposed in **Exhibit A** attached hereto, approving that certain *Agreement and General Release of Claims* (the "Agreement").

This Motion is supported by the *Memorandum of Points and Authorities in Support of the Chapter 11 Trustee's Motion for Order Approving Agreement and General Release of Claims (Carlson Adversary)* ("Memorandum") and the

Chapter 11 Trustee's Motion  
for Order Approving Carlson Agreement, etc. - Page 1

1 *Declaration of Mark D. Waldron in Support of the Chapter 11 Trustee's Motion*  
2 *for Order Approving Agreement and General Release of Claims (Carlson*  
3 *Adversary), filed herewith.*

4 Pursuant to the Motion, the Trustee requests approval of that certain  
5 *Agreement and General Release of Claims* (the “**Agreement**”), between, on the  
6 one hand, Mark D. Waldron, in his capacity as the Chapter 11 Trustee (the  
7 “**Trustee**”) acting on behalf of and representing the estate (the “**Estate**”) in the  
8 above-captioned bankruptcy case and, on the other hand, (1) David M. Carlson,  
9 (2) Dorrinda M. Carlson, (3) Enterprise Focus, Inc., a Washington corporation,  
10 and (4) Clever Capital, LLC, a Washington limited liability company  
11 (collectively, “**Carlson**”). Carlson and the Trustee are referred to herein  
12 collectively, as the “**Litigation Parties**,” subject to this Court’s approval.

13 In addition, Terrain Holdings, LLC and the landlords and related parties  
14 with respect to the Debtor’s crypto-mining facility located at 474 Highline Drive,  
15 East Wenatchee, Washington have entered into certain provisions of the  
16 Agreement, subject to Court approval. A copy of the Agreement is attached hereto  
17 as **Exhibit B**.

18 As set forth in the Memorandum filed herewith, the Agreement provides  
19 that the parties will grant each other a general release, the estate will receive a  
20 condominium that the Trustee will market and sell, Carlson and/or his affiliates  
21 will assign to the estate any leasehold interests in the Debtor’s facility at 474  
22 Highline Drive, East Wenatchee, Washington (the “**TNT Facility**”) and the  
23 Trustee’s deadline to assume or assign the leases associated with the TNT Facility  
24 Chapter 11 Trustee’s Motion  
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1 is set at 120 days after the Agreement becomes effective. The Trustee has ordered  
2 a title report through Frontier Title and Escrow. The title report determines  
3 conclusively that the condominium is free and clear of any mortgages, loans, or  
4 other encumbrances. The Trustee intends to hire a broker and sell the  
5 condominium for the benefit of the Estate.

6 The Agreement becomes effective on the date that the Court enters an Order  
7 approving the Agreement. All obligations are conditioned on approval of the  
8 Court.

9 WHEREFORE, the Trustee respectfully requests entry of an Order:

- 10 1. Granting the Motion;  
11 2. Approving the Agreement;  
12 3. Authorizing the Trustee to enter into and perform pursuant to the  
13 terms of the Agreement; and,  
14 4. Granting such other and further relief as the Court deems necessary  
15 and just.

16 Dated: February 3, 2020

POTOMAC LAW GROUP PLLC

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18 By: /s/ Pamela M. Egan  
Pamela M. Egan (WSBA No. 54736)

19 *Attorneys for Mark D. Waldron, Chapter 11*  
20 *Trustee*  
4844-2530-5011, v. 2